



4. Well before that trial commenced, I was concerned about the conduct of certain of Plaintiffs' counsel with respect to the issue of whether Roland Wilder met with the TWA-MEC on April 2, 2001. For the reasons discussed both during trial and in ALPA's post-trial motions, the issues of what was discussed on April 2, 2001, and whether Wilder was present at that meeting, were important both to the substantive claims asserted by the Plaintiffs and to the credibility of numerous witnesses.

5. I first became concerned about the conduct of Plaintiffs' counsel with respect to Wilder's testimony about the events of April 1 and 2, 2001, earlier this year, when counsel exchanged drafts of their portions of the Joint Final Pretrial Order (the "JFPO") and met on January 4, 2011, to discuss the finalization of the JFPO. In their proposed portions of the JFPO, Plaintiffs' counsel had designated portions of Wilder's deposition testimony of August 8, 2008, in which he indicated that he had been present in St. Louis with the TWA-MEC on April 2, 2001. Subsequent to that deposition, Wilder had provided an Affidavit which corrected that testimony and which stated definitively that he had not been present with the TWA-MEC on April 2, 2001, but was instead in Louisville on that date meeting with other clients.

6. When counsel for both parties met on January 4, 2011, to discuss the preparation of the JFPO, I noted this discrepancy to Plaintiffs' counsel and questioned the propriety of Plaintiffs' counsel relying upon deposition testimony of Wilder that was inaccurate – and therefore false. When I proposed that counsel for Plaintiffs agree to a supplemental deposition of Wilder so that he could correct his earlier deposition testimony in a manner that would be admissible at trial – his Affidavit was inadmissible hearsay – counsel for Plaintiffs refused that proposal with no explanation.

7. Over the opposition of Plaintiffs' counsel, the Court subsequently granted ALPA leave to take a supplemental deposition of Wilder limited to the issue of his whereabouts on April 1 and 2, 2001. During that supplemental deposition, which was taken on March 21, 2011, Wilder confirmed the accuracy of the statements in his Affidavit, described the manner in which he contemporaneously recorded his billing narrative in his Day-Timer and described the manner in which his firm's bills were prepared. Based upon those documents and his fully refreshed recollection, Wilder testified that he was "100% certain" that he left St. Louis on the afternoon of April 1, 2001, for Louisville and that he did not attend the meeting of the TWA-MEC in St. Louis on April 2, 2001.

8. Allen Press, one of the St. Louis attorneys representing Plaintiffs, was present at Wilder's supplemental deposition and in fact had Wilder clarify, during cross-examination, that Wilder's testimony in his August 8, 2008 deposition about a meeting of the TWA-MEC that he had attended on April 2, 2001, in actuality referred to the meeting Wilder attended with the TWA-MEC on April 1, 2001.

9. During the course of preparing for trial, I reviewed the transcripts of the deposition testimony that had been given by other witnesses in this case, including the pilot witnesses who were called to testify at trial by Plaintiffs. I noted, in reading those transcripts, that a number of the pilots had given inconsistent testimony concerning the events of April 1 and 2, 2001. After counsel for ALPA became aware from meeting with Plaintiffs' counsel on January 4, 2011, that Steve Rautenberg, a former member of the TWA-MEC, had opted out of the class and that counsel for ALPA could therefore speak to him, I interviewed Rautenberg telephonically with respect to a number of events, including the meetings on April 1 and 2, 2001.

Rautenberg confirmed, as he later testified at trial, that Wilder and the other members of the TWA-MEC were present on April 1 but that Wilder was not present on April 2.

10. Plaintiffs' counsel later made a motion to bar Rautenberg from testifying at trial. The Court wisely denied that motion, advising counsel that the interests of justice were best served if the jury was permitted to hear testimony from everyone with knowledge of the matters at issue. In denying that motion, the Court granted Plaintiffs' counsel leave to take the deposition of Rautenberg.

11. My concerns about the approach being taken by Plaintiffs' counsel with respect to the events of April 1 and 2, 2001, were accentuated when Press spoke by phone to Rautenberg on April 18 and advised me, based upon that interview, that Rautenberg had "nothing to say" and that Plaintiffs had determined not to take Rautenberg's deposition. I knew, from speaking to Rautenberg, that he had a great deal to say, much of it unfavorable to the positions being taken by Plaintiffs' counsel.

12. Plaintiffs' counsel took the position that counsel for ALPA could not discuss the substance of any issues with David Singer, another former member of the TWA-MEC, because Singer was still a member of the class and was in effect "represented" by Plaintiffs' counsel. As a consequence of that position, I was not able to speak with Singer about any substantive matters – I did speak to him about the scheduling of his deposition after my office served him with a subpoena – but was not able to attempt to refresh his recollection concerning any matters. Plaintiffs' counsel also attempted to prevent counsel for ALPA from taking Singer's deposition, but the Court again rejected that position. As a consequence of Plaintiffs' position that counsel for ALPA could not interview Singer, Singer gave deposition testimony in this case without the benefit of having reviewed any documents relating to the events of 2001 that might have

refreshed his memory with respect to those events. Singer disclosed during his deposition that he had met with local counsel for Plaintiffs the day before his deposition but that no effort had been made, during that meeting, to provide him with any documents or otherwise to assist him in refreshing his memory. Excerpts from Singer's April 29, 2011 deposition in which he described his meeting with counsel for Plaintiffs are attached as Exhibit "A" to this Declaration.

13. It became fairly obvious to me, as a consequence of what I have outlined above with respect to Wilder, Rautenberg and Singer, that Plaintiffs' counsel were attempting to prevent ALPA from presenting at trial the best, most accurate testimony available concerning the events leading up to and on April 2, 2001.

14. During the course of preparing for trial, I also participated telephonically in the deposition of Alan Altman, who was belatedly identified as a trial witness by Plaintiffs. Altman testified in his deposition that he did not recall whether Wilder was present on April 2, 2001. Excerpts from Altman's April 28, 2011 deposition in which he testified concerning the events of April 1 and 2, 2001, are attached as Exhibit "B" to this Declaration.

15. During the course of pre-trial preparation, I also interviewed numerous individuals with knowledge of the events leading up to and on April 2, 2001, including a number of individuals who testified at trial, as well as reviewed documentation concerning various issues, including that of whether Wilder was present on April 2, 2001. Those interviews and the documentation I obtained – including two agendas prepared by the TWA-MEC staff itself, which did not list Wilder as an anticipated attendee on April 2, 2001 – left no question in my mind that Wilder was not present on April 2, 2001.

16. During trial, I cross-examined all of the witnesses presented by Plaintiffs, including the pilot witnesses who were present for the meeting on April 2, 2001, namely Ted

Case, Howard Hollander, Sally Young, Alan Altman and Sean Clarke. I also cross-examined Mike Day, who claimed he saw Wilder in St. Louis on April 2, 2001. I was astonished to hear those witnesses testify, uniformly and consistently, that Wilder was present on April 2, 2001; that they were not present for the work session on April 1, 2001 – their testimony directly contradicted not only that of the other advisors and Rautenberg, but also of Wilder himself; and that although they attended the important TWA-MEC meetings on March 21 and 22, 2001, they did not recall which advisors were present or what any of the advisors had said at those meetings.

17. It was obvious to me, from this and other testimony, that the Plaintiffs' pilot witnesses had carefully conformed their story for the purposes of trial, in some cases by changing their testimony from their depositions and in other cases by for the first time providing vivid details of what allegedly happened on April 2, 2001, details that most of them had not recalled in their depositions. If the Plaintiffs' pilot witnesses had testified consistently with their deposition testimony, if one or several of them had testified that they recalled being present on April 1, 2001, if one or several of them had testified that they simply did not recall whether Wilder was present on April 2, 2001, or even if some of them had remembered what was discussed on March 21 and 22, 2001, I would have been prepared to believe that they were testifying truthfully and had not deliberately and consciously coordinated their testimony. But the degree of uniformity among their testimony was just too great. Given that their testimony was contrary both to documents and to the testimony of Wilder and other witnesses who had no motive to testify untruthfully about what happened during the period leading up to April 2, 2001, the trial testimony given by the Plaintiffs' pilot witnesses left no doubt in my mind about the improper nature of their preparation to testify at trial.

18. I have been practicing as a litigation attorney since 1983 and have tried many complex cases, including trials that have lasted as long as thirteen weeks. I have also read widely about trial-related issues and have written and lectured about many trial-related issues, including the ethics of witness preparation. In my entire career as a lawyer I have never seen or heard of a case in which a group of witnesses so obviously and brazenly coordinated their testimony in a manner that so neatly fit with the themes their counsel wanted to present.

19. There were many other instances during trial during which I became concerned that the Plaintiffs' pilot witnesses were providing false testimony. In perhaps the most striking example, Howard Hollander testified under direct examination by Jacobson that he was physically present at a meeting of the TWA-MEC in St. Louis on April 23, 2001, when Duane Woerth, the former President of ALPA, spoke to the TWA-MEC about a number of matters, including a meeting of the Board of Directors of the Allied Pilots Association that Woerth had attended on April 5, 2001. This testimony was presented immediately after the Court conducted an *in limine* hearing and made clear that Hollander would be permitted to testify concerning statements made by Woerth only if he personally heard them. I knew, from a review of the official Minutes of the TWA-MEC meeting on April 23, 2001, see D-78, that Hollander had not been present at the meeting on April 23, 2001. Despite this, Hollander gave explicit testimony about what Captain Woerth said at the meeting on April 23, 2001, testimony that was intended to damage ALPA. A true and correct copy of D-78 is attached as Exhibit "C" to this Declaration.

20. As surprised as I was to hear this testimony, knowing that it was untruthful, I was completely astonished when, on cross-examination, Hollander readily admitted that he was not present at the TWA-MEC meeting on April 23, 2001, and had not personally heard any statements by Captain Woerth. I did not believe Hollander's attempt to explain away this false

testimony by saying that he was “mistaken,” after having testified only minutes earlier that he was present on April 23, 2001, particularly in light of other false testimony that he gave.

21. The only explanation that occurred to me for Hollander’s almost immediate correction of his false testimony concerning April 23, 2001, was that he knew I would cross-examine him with the minutes of the TWA MEC meeting marked as D-78, which clearly indicated that he was not present on April 23, 2001. There is no question, in my mind, that if I had not asked Hollander about the events of April 23, 2001, that he would not have corrected his testimony and that the Court and the jury would have relied upon that testimony.

22. There is also no question in my mind that Hollander testified falsely about a number of other issues during trial. As another example, Hollander testified that he attended a meeting of the pilots of Council 2 in March of 2001, at which those pilots directed their representatives to vote against any waiver of scope. I was able to determine, by requesting that my client check its internal records, that no meeting of the Council 2 pilots took place between January of 2001 and June 26, 2001, when the Council 2 pilots met and recalled Singer as their First Officer Representative.

23. As another example of false testimony at trial, Matthew Comlish gave dramatic testimony on behalf of Plaintiffs during trial about an incident on Capitol Hill in the summer of 2001 when Captain Woerth allegedly “scowled” at him and told Comlish that the TWA pilots had to “get off the Hill.” Comlish was impeached with the deposition testimony he gave in this case on January 14, 2011, during which Mr. Katz had asked him directly whether he had any communications with Captain Woerth about Comlish’s lobbying efforts. After attempting to avoid the question that Mr. Katz was asking during his deposition, Comlish unequivocally stated that he had never had a direct conversation with Captain Woerth in which Captain Woerth had



indicated that he opposed the lobbying efforts of the TWA pilots. When Comlish was confronted at trial with this deposition testimony, which was completely contrary to his trial testimony, he – and plaintiffs’ counsel – did not even attempt to have him explain the inconsistency. See transcript excerpts attached as Exhibit “D” to this Declaration. The only conclusion I could reach from this incident is that Comlish had given false testimony – either in his deposition or at trial – and that Plaintiffs’ counsel was likely aware of that.

24. In addition to the false testimony that was given by the Plaintiffs’ pilot witnesses during trial, there were many other incidents during trial when counsel for Plaintiffs, principally Press, misstated or distorted the testimony that witnesses had given. These incidents are summarized in the motion to revoke. In addition, Press improperly attempted to vouch for the veracity of the pilot witnesses during his closing, an issue that I raised with the Court and with respect to which the Court admonished him.

25. During the trial of this action, as I observed the false testimony and misconduct of counsel noted above, I began to become concerned that I would have a responsibility, under Rule 8.3(a) of the New Jersey Rules of Professional Conduct, to report Plaintiffs’ counsel to the “appropriate authorities” within the meaning of that rule. I take my ethical responsibilities seriously and was concerned, based upon what I have described above, that Plaintiffs’ counsel had presented false testimony and had otherwise attempted to mislead the Court and the jury.

26. As a consequence, after the conclusion of trial, and in connection with the preparation of ALPA’s motions for JNOV and new trial, I reflected further on the testimony presented at trial, the role that counsel for Plaintiffs played in that testimony, and the other misconduct that I personally observed. As a consequence of that further consideration, I concluded that it was unclear whether Plaintiffs’ counsel had knowingly presented certain of the

false testimony given by Plaintiffs' pilot witnesses at trial. For example, I concluded that Hollander's false testimony about attending a meeting of the Council 2 pilots in March of 2001 was sufficiently complex and unimportant that Plaintiffs' counsel might not have known that it was false. I reached a similar conclusion with respect to Comlish's false testimony about his alleged run-in with Captain Woerth. Because no documents existed with respect to that incident, I concluded that Comlish, if pressed further on the issue, might simply say that he had forgotten the incident at the time of his deposition and that it would be difficult to prove that counsel for Plaintiffs knowingly presented false testimony with respect to this issue.

27. I reached a different conclusion with respect to the false testimony of Wilder relied upon by Plaintiffs' counsel, counsel's mischaracterization of Wilder's corrected testimony as confused or mistaken, and the obviously coordinated and orchestrated testimony of the Plaintiffs' pilot witnesses. It was obvious to me, from the fact that all of the Plaintiffs' pilot witnesses met with counsel and that their stories became both completely consistent, not only with respect to the events of April 2, 2001, but also with respect to the meetings on March 21, 22 and April 1, 2001, and that their testimony became much more detailed with respect to the events of April 2, 2001, in ways that were helpful to Plaintiffs' case, that there had been improper witness "coaching" and that the pilot witnesses who testified for Plaintiffs at trial were selected based upon their willingness to tell a consistent "story" about mistreatment at the hands of ALPA.

28. I recognized, as I considered the misconduct that occurred during the trial, that the claims set forth in the Motion to Revoke the Pro Hac Vice Admission of Press and Jacobson (the "Revocation Motion") would be serious claims and that they would likely elicit a strong reaction from Plaintiffs' counsel. As a consequence, I not only re-reviewed the deposition and trial

transcripts in this case, but also reviewed the transcripts of the deposition and trial testimony given in the Missouri litigation referred to in the Revocation Motion and reviewed all of the exhibits and other documentation that might bear on the issues that had concerned me. I cannot think of a single document relevant to any of the issues raised in the Revocation Motion that I did not review on multiple occasions. I note that the Rule 11 Motion fails to identify a single such document.

29. As I reviewed transcripts and documents, I also thoroughly researched both the ethical rules that were implicated by counsel's conduct and various materials that interpret and discuss those rules, including numerous cases, treatises, practice manuals and law review articles, as reflected to some degree in the brief filed in support of the Revocation Motion.

30. My exhaustive review of the facts and law left no question in my mind concerning the propriety of the Revocation Motion.

31. I had two primary purposes in filing the Revocation Motion. First, I reluctantly reached the conclusion, after a detailed assessment of the facts and the law, over an extended period of time, that I was ethically obligated, under RPC 8.3(a), to report Press and Jacobson to the appropriate authorities. I believe that the filing of the Revocation Motion complies with my ethical obligation in that regard. Second, there is no question in my mind that ALPA has suffered severe prejudice and significant financial harm as a consequence of the misconduct outlined in the Revocation Motion. I believe those motion papers, which are cross-referenced in and relied upon ALPA's Motion for a New Trial, justify the granting of a new trial in the event that the Court does not grant the JNOV motion. I have a fiduciary responsibility to my client, as its attorney, both to attempt to correct the unjust result of the trial and to protect my client from future misconduct and prejudice.

32. On August 12, 2011, I received a letter from local counsel for Plaintiffs which requested that I withdraw the Revocation Motion within 48 hours. A true and correct copy of that letter is attached as Exhibit "E" to this Declaration. Nothing in that letter gave me pause in terms of need to pursue the Revocation Motion.

33. I have reviewed in detail the brief filed in support of Plaintiffs' Rule 11 Motion as well as the Declarations of Allen Press and Joe Jacobson filed by Plaintiffs with that Brief on September 12, 2011.

34. The Rule 11 Motion's assertion that the jury agreed with the testimony of the Plaintiffs' pilot witnesses and "rejected" ALPA's position concerning the events of April 1 and 2, 2001, is completely incorrect. The jury was never even given the opportunity to express its views about ALPA's conduct with respect to the event leading up to April 2, 2001. My personal view – and I speak here for myself and not for my client – is that many of the jurors probably understood that the Plaintiffs' pilot witnesses were not being truthful about a number of issues and that, if the jury had been permitted to do so, it would have rejected any claim against ALPA with respect to the events leading up to April 2, 2001. To the extent any jurors believed the Plaintiffs' witnesses or were misled by Plaintiffs' counsel, it simply proves the prejudice that ALPA suffered as a consequence of that misconduct.

35. The Rule 11 Brief also suggests that Wilder's invoice to the TWA-MEC might have been inaccurate in failing to mention that he met with the TWA-MEC on April 2 in St. Louis, because Wilder edited that invoice in an exercise of "billing judgment." This idea never occurred to me before I filed the Revocation Motion, because it is completely contrary to Wilder's testimony about how he maintained his records and prepared his bills. Excerpts from Wilder's March 21, 2011 deposition in which he testified about his billing practices are attached

as Exhibit "F" to this Declaration. It is also completely contrary to the manner in which lawyers exercise "billing judgment," as noted in the accompanying brief.

36. The Declaration of Jacobson filed as part of Plaintiffs' opposition to the Revocation Motion concedes that Jacobson presented false testimony by Hollander with respect to the events of April 23, 2001, but attempts to suggest that he did not "knowingly" present false testimony because he was unprepared and confused. I did not consider this explanation before I filed the Revocation Motion because it is completely incredible. Jacobson was actively involved in the trial of this action and knew, both from prior proceedings and from Press' opening, that the issue of what Captain Woerth told the TWA-MEC on April 23 was considered by Plaintiffs to be a critical issue. Relevant portions of the transcript of Press' opening concerning Woerth's comments to the TWA-MEC on April 23, 2001, are attached as Exhibit "G" to this Declaration.

37. Given the importance of what was allegedly discussed on April 23, 2001, I find it difficult to believe that Jacobson put Hollander on the stand and had him testify about the important events of April 23, 2001, without first discussing that issue with Hollander. Jacobson had to have known, from the Minutes of the meeting on April 23, 2001, that Case made a specific statement, which appears on the first page of those Minutes, that Hollander was not present at the meeting.

I hereby declare under penalty of perjury that the foregoing is true and correct. Executed on September 19, 2011.

/s/ Steven J. Fram  
STEVEN J. FRAM, ESQUIRE

7124037v1

# **Exhibit A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY

LEROY "BUD" BENSEL, et al., :  
Plaintiffs, :  
- vs - : DOCKET NO. 02-2917 (JEI)  
ALLIED PILOTS ASSOCIATION, :  
et al., :  
Defendants. :

ORIGINAL

- - -

Videotaped deposition of DAVID B.  
SINGER, taken at the law offices of Archer  
& Greiner, One Centennial Square, 33 East  
Euclid Avenue, Haddonfield, New Jersey, on  
Friday, April 29, 2011, beginning at 9:38  
a.m., before Michele R. Musick, Certified  
Court Reporter-Notary Public and Gregory  
A. Gottlob, Videotape Operator, there  
being present.

- - -

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## DAVID B. SINGER

1 was not giving -- giving a deposition.

2 Q. Okay. By the way, when -- and I think  
3 it's Ms. Acchione who contacted you. When she spoke  
4 to you over the phone, did she tell you that you  
5 should maintain in confidence the conversation she  
6 was having with you?

7 MS. RODRIGUEZ: Objection.

8 Direct you not to answer.

9 MR. FRAM: Mark this part of the  
10 transcript, please.

11 BY MR. FRAM:

12 Q. All right. So what do you recall  
13 discussing with Captain Rautenberg?

14 A. Simply that he had been asked to give a  
15 deposition, that the judge had -- had approved it,  
16 and that he expected that he would be giving a  
17 deposition.

18 Q. Did he mention to you that Mr. Altman  
19 would also be giving a deposition?

20 A. No.

21 Q. Are you aware that Mr. Altman gave a  
22 deposition yesterday?

23 A. Yes.

24 Q. How did you become aware of that?

25 A. I became aware of that in counsel's office



DAVID B. SINGER

1 yesterday.

2 Q. Did you meet with Ms. Rodriguez yesterday?

3 MS. RODRIGUEZ: You can answer  
4 yes or no.

5 THE WITNESS: Yes.

6 BY MR. FRAM:

7 Q. For about how long, please?

8 A. I think about an hour.

9 Q. Anyone else present?

10 A. This other attorney (indicating). I'm  
11 sorry, I can't remember your name.

12 MS. RODRIGUEZ: It's Acchione.

13 MR. FRAM: Okay.

14 THE WITNESS: She was not  
15 present at the meeting, but she was  
16 present in the office, coming in and out.

17 BY MR. FRAM:

18 Q. Did you review any documents in your  
19 meeting with Ms. Rodriguez?

20 A. Yes.

21 Q. What -- what was your purpose in reviewing  
22 those documents?

23 A. To, simply, see if the -- if those  
24 documents were related to the subpoena.

25 Q. The documents you reviewed, were they

## DAVID B. SINGER

1 documents that you had in your possession?

2 A. They are the documents that I gave you  
3 today. The -- the computer file -- although we did  
4 not review it specifically -- and the two membership  
5 cards.

6 Q. Did Ms. Rodriguez show you any documents  
7 that you had not seen?

8 A. No.

9 Q. Since becoming aware that you might be a  
10 witness in the case, has anybody else contacted you  
11 other than Mr. Hollander?

12 A. He did not contact me after I was told  
13 that I -- that I might be a witness or give a  
14 deposition. And nobody else has contacted me.

15 Q. Okay. Have you talked to any other former  
16 TWA pilots about the fact that you might be a  
17 witness?

18 A. Yes.

19 Q. Can you tell me who you spoke to, please?

20 A. I would prefer not to.

21 Q. Okay. Well then, I will -- I'll withdraw  
22 the question. All right. So let's go back and fill  
23 in some of the details.

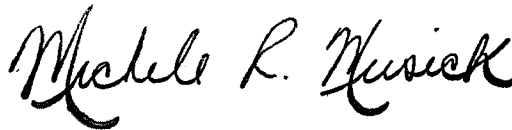
24 A. Let -- let me -- let me rephrase what I  
25 said, I would prefer not to without getting their

DAVID B. SINGER

CERTIFICATION

- - -

I hereby certify that the testimony and the proceedings in the foregoing matter are contained fully and accurately in the stenographic notes taken by me, and that the copy is a true and correct transcript of the same.



MICHELE R. MUSICK  
Certified Court Reporter

The foregoing certification does not apply to any reproduction of the same by any means unless under the direct control and/or supervision of the certifying shorthand reporter.

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# **Exhibit B**

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<p>IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY CAMDEN VICINAGE</p> <p>---</p> <p>LEROY "BUD" BENSEL, et al. :</p> <p>Plaintiffs, :</p> <p>v. : Civil Action No. : 02-2917-JEI</p> <p>ALLIED PILOTS ASSOCIATES, : AIRLINE PILOTS ASSOCIATIONS, : INT'L. AMERICAN AIRLINES, INC.: and TWA, LLC, :</p> <p>Defendants. :</p> <p>---</p> <p>Oral videotaped deposition of ALAN ALTMAN, held at the Offices of Sousa Court Reporters, 1013 Garces Avenue, Las Vegas, Nevada, on Thursday, April 28, 2011, commencing at 8:26 a.m., taken by and before Lisa C. Puettmann-Hawton, Certified Court Reporter.</p> <p>---</p> <p>SUMMIT COURT REPORTING, INC. Certified Court Reporters and Videographers 1500 Walnut Street, Suite 1610 Philadelphia, Pennsylvania 19102 424 Fleming Pike, Hammonton, New Jersey 08037 (215) 985-2400 * (609) 567-3315 * (800) 447-8648 www.summitreporting.com</p>	<p>INDEX</p> <table border="1"> <thead> <tr> <th>WITNESS</th> <th>PAGE</th> </tr> </thead> <tbody> <tr> <td>ALAN ALTMAN</td> <td></td> </tr> <tr> <td>Mr. Katz</td> <td>5</td> </tr> </tbody> </table> <p>---</p> <p>EXHIBITS</p> <table border="1"> <thead> <tr> <th>Number</th> <th>Marked/Ref</th> </tr> </thead> <tbody> <tr> <td>ALTMAN 345</td> <td>Resume of Alan Altman 11</td> </tr> <tr> <td>ALTMAN 346</td> <td>Certification by the ALPA 15</td> </tr> <tr> <td></td> <td>Election and Ballot Certification Board</td> </tr> <tr> <td>ALTMAN 347</td> <td>TWA Bankruptcy/AA Buyout 67</td> </tr> <tr> <td></td> <td>Benefit Issues to be Addressed Updated as of 2/28/01</td> </tr> <tr> <td>ALTMAN 348</td> <td>Handwritten notes dated 2/28/01 68</td> </tr> <tr> <td>ALTMAN 349</td> <td>Handwritten notes 72</td> </tr> <tr> <td>ALTMAN 350</td> <td>Meeting with Company March 2, 86</td> </tr> <tr> <td></td> <td>2001 TWA Training Center (Joan Baker notes)</td> </tr> <tr> <td>ALTMAN 351</td> <td>Letter dated March 5, 2001 from 89</td> </tr> <tr> <td></td> <td>TWA to Mr. Terry Hayes regarding ALPA Waiver Proposal</td> </tr> <tr> <td>ALTMAN 352</td> <td>Meeting with Company March 5, 100</td> </tr> <tr> <td></td> <td>2001 (Joan Baker notes)</td> </tr> <tr> <td>ALTMAN 353</td> <td>American Airlines letter dated 103</td> </tr> <tr> <td></td> <td>March 6, 2001 to Mr. William Compton</td> </tr> <tr> <td>ALTMAN 354</td> <td>Meeting with Company March 6, 108</td> </tr> <tr> <td></td> <td>2001 - B. Lance's Notes</td> </tr> </tbody> </table>	WITNESS	PAGE	ALAN ALTMAN		Mr. Katz	5	Number	Marked/Ref	ALTMAN 345	Resume of Alan Altman 11	ALTMAN 346	Certification by the ALPA 15		Election and Ballot Certification Board	ALTMAN 347	TWA Bankruptcy/AA Buyout 67		Benefit Issues to be Addressed Updated as of 2/28/01	ALTMAN 348	Handwritten notes dated 2/28/01 68	ALTMAN 349	Handwritten notes 72	ALTMAN 350	Meeting with Company March 2, 86		2001 TWA Training Center (Joan Baker notes)	ALTMAN 351	Letter dated March 5, 2001 from 89		TWA to Mr. Terry Hayes regarding ALPA Waiver Proposal	ALTMAN 352	Meeting with Company March 5, 100		2001 (Joan Baker notes)	ALTMAN 353	American Airlines letter dated 103		March 6, 2001 to Mr. William Compton	ALTMAN 354	Meeting with Company March 6, 108		2001 - B. Lance's Notes						
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<p>Page 2</p> <p>1 APPEARANCES: 2 GREEN JACOBSON &amp; BUTSCH, P.C. 3 BY: ALLEN P. PRESS, ESQUIRE 4 Pierre LaCiede Center 5 7733 Forsyth Boulevard 6 Suite 700 7 Clayton, Missouri 63105 8 (314) 862-6800 9 REPRESENTING THE PLAINTIFF</p> <p>10 KATZ &amp; RANZMAN, P.C. 11 BY: DANIEL M. KATZ, ESQUIRE 12 (Pro Hac Vice) 13 4530 Wisconsin Avenue, N.W. 14 Suite 250 15 Washington, DC 20016 16 (202) 659-4656 17 REPRESENTING THE DEFENDANTS</p> <p>18 GEOFFREY KLIMAS, SR. 19 LEGAL VIDEOGRAPHER</p> <p>20 Also Present Telephonically: 21 Steve Fram 22 Marta Wagner</p> <p>23 --- 24 25</p>	<p>Page 4</p> <p>EXHIBITS (Continued)</p> <table border="1"> <thead> <tr> <th>Number</th> <th>Marked/Ref</th> </tr> </thead> <tbody> <tr> <td>ALTMAN 355</td> <td>TWA's Revised Proposal for 118</td> </tr> <tr> <td></td> <td>Changes to the TWA-ALPA Collective Bargaining Agreement dated March 8, 2001</td> </tr> <tr> <td>ALTMAN 356</td> <td>ALPA's Counter Proposal to 120</td> </tr> <tr> <td></td> <td>TWA's Revised Proposal dated March 8, 2001</td> </tr> <tr> <td>ALTMAN 357</td> <td>Handwritten notes 127</td> </tr> <tr> <td>ALTMAN 358</td> <td>Agenda dated March 14, 2001 - 137</td> </tr> <tr> <td></td> <td>Confidential</td> </tr> <tr> <td>ALTMAN 359</td> <td>ALPA Comprehensive Proposal 139</td> </tr> <tr> <td></td> <td>dated March 15, 2001</td> </tr> <tr> <td>ALTMAN 360</td> <td>Meeting with Company dated 141</td> </tr> <tr> <td></td> <td>March 15, 2001 (Joan Baker notes)</td> </tr> <tr> <td>ALTMAN 361</td> <td>Letter dated March 17, 2001 145</td> </tr> <tr> <td></td> <td>from TWA to Mr. Robert Pastore</td> </tr> <tr> <td>ALTMAN 362</td> <td>Letter dated March 26, 2001 150</td> </tr> <tr> <td></td> <td>from TWA to Captain Robert Pastore</td> </tr> <tr> <td>ALTMAN 363</td> <td>Letter dated March 27, 2001 152</td> </tr> <tr> <td></td> <td>to John from Bob Kudwa</td> </tr> <tr> <td>ALTMAN 364</td> <td>Proposed Talking Points dated 154</td> </tr> <tr> <td></td> <td>March 28, 2001</td> </tr> <tr> <td>ALTMAN 365</td> <td>TWA Council 4 Meeting Notice 157</td> </tr> <tr> <td></td> <td>and Council Minutes dated March 30, 2001</td> </tr> <tr> <td>ALTMAN 366</td> <td>Memorandum of Understanding for 184</td> </tr> <tr> <td></td> <td>Changes to the TWA-ALPA Collective Bargaining Agreement dated March 31, 2001</td> </tr> </tbody> </table> <p>---</p>	Number	Marked/Ref	ALTMAN 355	TWA's Revised Proposal for 118		Changes to the TWA-ALPA Collective Bargaining Agreement dated March 8, 2001	ALTMAN 356	ALPA's Counter Proposal to 120		TWA's Revised Proposal dated March 8, 2001	ALTMAN 357	Handwritten notes 127	ALTMAN 358	Agenda dated March 14, 2001 - 137		Confidential	ALTMAN 359	ALPA Comprehensive Proposal 139		dated March 15, 2001	ALTMAN 360	Meeting with Company dated 141		March 15, 2001 (Joan Baker notes)	ALTMAN 361	Letter dated March 17, 2001 145		from TWA to Mr. Robert Pastore	ALTMAN 362	Letter dated March 26, 2001 150		from TWA to Captain Robert Pastore	ALTMAN 363	Letter dated March 27, 2001 152		to John from Bob Kudwa	ALTMAN 364	Proposed Talking Points dated 154		March 28, 2001	ALTMAN 365	TWA Council 4 Meeting Notice 157		and Council Minutes dated March 30, 2001	ALTMAN 366	Memorandum of Understanding for 184		Changes to the TWA-ALPA Collective Bargaining Agreement dated March 31, 2001
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1 Q. It doesn't say that in the Resolution.

2 A. It doesn't say otherwise either. All it says is  
3 that do your best efforts and vigorously pursue the  
4 protections.

5 In other words, if you go out there and get what  
6 you can, go out there and do your best for us and we  
7 always bring it back. It always goes back to the pilots  
8 or used to -- would go back to the pilots.

9 So all they're saying is, hey, guys we're  
10 supporting you, go forward. This is what we want to see  
11 and that's what we did. We went forward and we're going  
12 to try to get the best deal according to what the pilots  
13 wanted.

14 Q. Aren't the pilots saying don't take this to the  
15 Bankruptcy Judge and let him invalidate your contract?

16 A. It doesn't say that anywhere in there.

17 Q. You wouldn't have a contract if the Judge --

18 A. How do we know? How do we know the Judge is going  
19 to do that?

20 See, everyone is making these assumptions that  
21 this is what this says and this is what the Judge was  
22 going to do. And that's where I believe we started to  
23 get bad advice, because we don't know what was going to  
24 happen.

25 All it says here is vigorously pursue the

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1 wasn't it?

2 A. Council 4, my guys, passed that Resolution. In  
3 fact, I don't know what the other bases did. I would  
4 like to know what the other bases did when they went on  
5 the road shows and see what the votes were or the  
6 Resolutions were.

7 Q. Do you know whether there were discussions about a  
8 Resolution at Council 2, for instance?

9 A. I don't remember. I'm sure there had to be. If  
10 we were holding a Resolution or meeting in LA, there had  
11 to be something going on at the other bases too.

12 Q. Do you remember whether there was a discussion  
13 like that and a Resolution from the St. Louis --

14 A. I don't know. I would have to see some notes.

15 Q. But you do remember this meeting on April 2, I  
16 take it.

17 A. April 2nd, I remember the meeting. That's when I  
18 lost my trust and my faith in our union.

19 Q. Well, you cast -- you and Pablo Lewin cast all 90  
20 of the votes that each of you have in favor of accepting  
21 the Agreement that was on the table; correct?

22 A. Uh-huh.

23 Q. And why don't you explain why you did that.

24 A. We went into this meeting on April 2nd, none of us  
25 were going to waive scope.

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1 protections, that is at all times current and future TWA  
2 pilots and retired pilots protected by Collective  
3 Bargaining. It doesn't say anything else. It just says  
4 vigorously pursue which we did and then we did exactly  
5 what the pilots told us to do, go out there and fight  
6 for us.

7 Q. In fact, you did what the pilots asked by voting  
8 in favor of the Agreement proposed March 31, the very  
9 next day, didn't you?

10 A. I don't remember. Show it to me.

11 Q. This is Exhibit D13, which is the April 2nd  
12 Resolution -- April 2nd compilation of actions from the  
13 MEC meeting.

14 It shows that you cast all 90 of your Council 4  
15 votes in favor of accepting the package of Agreements  
16 that had been proposed by management on March 31.

17 Isn't that correct?

18 A. That was a Resolution so I just took what the  
19 Resolution -- it wasn't very particular but that's what  
20 the pilots said on the Resolution, so you vote that way.  
21 We didn't stop fighting.

22 I mean, this doesn't mean anything. This is a  
23 Resolution.

24 Q. This Resolution was in accordance with the  
25 Resolution adopted by the Council 4 pilots on March 30,

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1 Throughout the previous two months, we were going  
2 back and forth with these negotiations both on the  
3 Merger Committee level and on the negotiating level for  
4 Transition Agreement that there was a scope waiver.

5 And this meeting on April 2nd, all a sudden ALPA  
6 comes in saying you have to waive your scope now.  
7 That's it. You have to do it now immediately. You're  
8 going to be -- if you don't waive -- and literally, it  
9 was a panic mode.

10 Q. Let me cut you off there and take it in smaller  
11 bite size pieces.

12 What did Richard Seltzer say at the April 2nd  
13 meeting?

14 A. I don't recall who said what to us on an  
15 individual basis.

16 Q. Do you recall anything that Richard Seltzer said  
17 at the meeting.

18 A. No. I remember what was told to us.

19 Q. What did Richard Seltzer say to you in particular?

20 A. I don't remember. I know what was told to us by  
21 our advisors.

22 Q. I want to hear one by one. Do you remember  
23 anything that Richard Seltzer said on April 2nd?

24 A. You know what, they probably all said the same  
25 thing because they were all saying the same thing.

42 (Pages 165 to 168)

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1 Q. Do you remember anything Richard Seltzer said on  
2 April 2nd at the MEC meeting?  
3 A. No. Does he remember what I said at the meeting,  
4 probably not.  
5 I remember what was told to us.  
6 Q. Do you remember anything that Randy Babbitt said  
7 at the April 2 meeting?  
8 A. Yeah. I don't know why -- well, this is something  
9 that upset me. Why was Babbitt there? Why wasn't Duane  
10 Woerth there?  
11 This is a pretty important meeting and Duane was  
12 too busy to attend so he sent Randy Babbitt. I do  
13 remember that at that point, that was the explanation  
14 for why he was there.  
15 Q. Who gave you that explanation?  
16 A. It was Randy that said it. He said Duane is too  
17 busy to be here. He's got something else going on so he  
18 sent me because I'm the special advisor to the  
19 President.  
20 Q. What did Randy Babbitt say to the MEC about the  
21 Agreement that was proposed by management?  
22 A. It wasn't about the Agreement. It was talking  
23 about why we had to waive our scope and successorship  
24 that day.  
25 Q. What did Babbitt say?

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1 A. You had to waive your scope and successorship.  
2 Q. Was that his exact words?  
3 A. All of them said that. In fact, what was said --  
4 Q. I just asked you about Randy Babbitt. What did  
5 Randy Babbitt say?  
6 A. They all said the same thing. Every advisor --  
7 and I'm not going to quote them exactly because I don't  
8 remember the exact quote.  
9 Q. What did Steve Tumblin say?  
10 A. You have to waive your scope.  
11 Q. What did Michael Glanzer say?  
12 A. You have to waive your scope.  
13 Q. What did Clay Warner say?  
14 A. You have to waive your scope.  
15 Q. What did David Holtzman say?  
16 A. You have to waive your scope.  
17 Q. What did Bob Christy say?  
18 A. You have to waive your scope.  
19 Q. Are you quoting them?  
20 A. I'll tell you what was said. You have to waive  
21 your scope -- I will paraphrase. If you don't, that --  
22 the threats came real hard and heavy that you're going  
23 to --  
24 Q. Who are you quoting now?  
25 A. The ALPA advisors. Our advisors were in there

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1 telling us that we had to waive scope.  
2 Q. You're saying that there was a script that each of  
3 these people said the same thing?  
4 A. They were all on the same page because they  
5 obviously discussed this before.  
6 Q. Are you saying they each said the same thing?  
7 A. Yes, exactly the same thing.  
8 Q. So Tumblin, Glanzer, Babbitt, Holtzman, Christy,  
9 Roberts, Warner, Seltzer, every one of them said word  
10 for word the same thing?  
11 A. Yes, it was very frustrating.  
12 Q. What did Roland Wilder say on April 2nd?  
13 A. Roland did not want us to waive our scope.  
14 Q. What did he say?  
15 A. I don't remember what he said. I know he was  
16 against it.  
17 Q. Are you sure he was there on April 2nd?  
18 A. I don't remember exactly who was there on  
19 April 2nd.  
20 Actually, no, Roland I don't know if he was there  
21 or not. He was there with us on April 1st.  
22 Q. Would he have said on April 1st don't waive your  
23 scope?  
24 A. He did not want to waive scope. Roland had a plan  
25 of action.

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1 Roland had an entire plan of action.  
2 Q. Tell me what he said.  
3 A. He said don't waive scope, not hard to understand,  
4 don't waive your scope.  
5 That was the gist of our merger attorney telling  
6 us what his recommendation was. Roland also had a plan  
7 of taking this to a District Court in New York to fight  
8 this.  
9 Q. Did he explain about his plan?  
10 A. Yes, he did and Duane Woerth said I'm not funding  
11 it but that came after the fact, I'm not authorizing it  
12 because Duane had to do that.  
13 Q. You talked to Duane Woerth about --  
14 A. No, it was on the phone.  
15 Q. Duane Woerth called into the April 2nd meeting?  
16 Is that your testimony?  
17 A. I don't remember if it was the April 2nd meeting,  
18 but it was a meeting just after we had done this and  
19 Roland had a plan of action and Duane says as the ALPA  
20 President, I'm not authorizing that.  
21 And I remember just looking over at Roland and he  
22 had this look of kind of like huh? Kind of shocked.  
23 Roland's idea was that he had a plan and what that  
24 plan would do would just delay. And the idea was as  
25 everyone knows, the longer you can wait in a situation

43 (Pages 169 to 172)



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1 and delay something, the better off a lot of times you  
 2 will end up being.  
 3 Q. Is that what Roland Wilder told you?  
 4 A. Yeah. He said I can probably delay this for six  
 5 months. Six months is a lifetime.  
 6 Q. That was on April 1, 2001; right?  
 7 A. Yeah, I think it was.  
 8 Q. He was proposing to delay the closing of the  
 9 transaction?  
 10 A. No.  
 11 Q. What was he proposing to do?  
 12 A. He had a plan and I don't remember what it was  
 13 exactly.  
 14 I would have to go look at what Roland's notes  
 15 was. He just said I can file injunctions in Court that  
 16 could at least slow this up for six months and time is  
 17 time and time helps you.  
 18 It's just that when we came into this meeting on  
 19 April 2nd, everybody's attitude changed and it was  
 20 quickly. You got to waive your scope now, now, now. It  
 21 was a sense of urgency to it which didn't make any  
 22 sense.  
 23 Q. Are you saying you remember Roland Wilder was  
 24 talking to the MEC on April 1st?  
 25 A. I don't remember the date exactly but Roland did

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1 have this briefing.  
 2 Q. Did you ask any questions?  
 3 A. No, I was listening.  
 4 Q. Did you make any comments?  
 5 A. I actually liked Roland Wilder's plan. I thought  
 6 he knew what he was doing.  
 7 Q. I'm not asking whether you liked him. I'm asking  
 8 whether --  
 9 A. No, I agreed with it. I liked it.  
 10 Q. Did you say you agreed with it?  
 11 A. I probably did. I agreed with everything. I did  
 12 not disagree with Roland. I thought Roland knew what he  
 13 was doing.  
 14 We hired Roland. I trusted Roland. We're using  
 15 him as our expert. I'm going to trust the guy.  
 16 Q. What was Roland's plan on April the 1st?  
 17 A. Injunctions.  
 18 Q. He had planned to file an injunction to delay the  
 19 closing to the acquisition?  
 20 A. I don't remember exactly how it worked but Roland  
 21 had some ideas.  
 22 Again, we come into this meeting and there's this  
 23 immediate you have to waive your scope now.  
 24 Q. Did any other members of the MEC aside from you  
 25 say that they supported the idea of filing a lawsuit

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1 instead of accepting the package of Agreements proposed  
 2 by management?  
 3 A. No, no, no. This was not something that was  
 4 done -- these were options we were talking about.  
 5 We were -- I was -- we were all threatened that if  
 6 you didn't waive your scope, you're going to be the  
 7 cause of everybody losing their job and that kind of  
 8 caused everybody to stop for a second and have to think  
 9 about this and this is coming from our advisors. Which  
 10 one said it first I don't remember, but the conversation  
 11 and the gist of this conversation was you have to waive  
 12 your scope and you have to do it now. And if you don't  
 13 do it, again, here comes a threat that American is going  
 14 to walk away and you guys are going out of business and  
 15 you're done. You're all be out on the street.  
 16 Q. And Wilder disagreed with that on April 1st,  
 17 didn't he?  
 18 A. He didn't agree that that's what was going to  
 19 happen. He didn't think that the -- first off, the  
 20 1113 is -- our advisor was telling us, Roland Wilder and  
 21 Bill, that the Judge isn't going to grant it.  
 22 Up until this point, up until that day basically  
 23 even David Holtzman was saying don't waive your scope,  
 24 the Judge won't do it. Then he had a total change of  
 25 heart.

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1 MR. KATZ: I think we're going to have to break  
 2 now.  
 3 THE VIDEOGRAPHER: This is the end of Tape 4 of  
 4 the video deposition of Alan Altman.  
 5 The time is approximately 12:49 p.m. We're  
 6 going off the record.  
 7 (Short lunch break taken.)  
 8 THE VIDEOGRAPHER: This is the beginning of  
 9 tape Number 5 of the video deposition of Alan Altman.  
 10 The time is approximately 1:34 p.m. Pacific time.  
 11 We are now on the record.  
 12 BY MR. KATZ:  
 13 Q. Thank you. Mr. Altman, as we go forward from  
 14 here, it will make a better record if you let me  
 15 complete my questions and then start your answer. That  
 16 will be easier to follow in the transcript as well as  
 17 the videotape.  
 18 A. Okay.  
 19 Q. So we were talking about the April 1st and 2nd  
 20 meeting and the March 30th meeting of Council 4 and I  
 21 think there were discussions going back and forth about  
 22 all of those subjects.  
 23 So let me go back and just to confirm a couple of  
 24 things because there were some back and forths that may  
 25 have been unclear about it.

44 (Pages 173 to 176)



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1 What was your testimony about Roland Wilder's  
2 statements to the MEC on April 1, the first day of the  
3 meeting, I believe that was a Sunday.

4 A. I'm not sure of the date. All that Roland had  
5 said was that he had numerous ideas and plans for going  
6 forward.

7 A lot of it just had to do with Court filings that  
8 would at least delay whatever was being forced upon us  
9 or whatever was happening with the understanding that  
10 time is your friend. The longer you can usually wait  
11 something out or delay something, the better it will be  
12 for you.

13 Roland felt that he would be, you know, successful  
14 in his plans and for different scenarios and different  
15 ideas but nothing concrete had been this is what I'm  
16 going to do on this day but he had ideas and this was  
17 just informal, you know. On the first in wasn't an  
18 official MEC meeting. It was just informal because we  
19 just had dinner, a couple of us. We were gathering for  
20 the April 2nd meeting.

21 But Roland had been discussed this entire process.

22 Q. Did he say he had drafted papers to file in Court?

23 A. I don't remember him saying he had papers drafted.  
24 Again, he was talking concepts, ideas.

25 Q. Did he say that he thought the Judge would deny

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1 think you said you don't remember what Richard Seltzer  
2 said at the April 1 or 2 meeting.

3 MR. PRESS: Object to the form of the question.

4 BY MR. KATZ:

5 Q. What did Richard Seltzer say?

6 A. I don't remember what anyone in general said.

7 What I remember was a general common theme and a common  
8 strategy.

9 I don't know what you want to call it but  
10 everybody was -- and I'm not saying it was done word for  
11 word verbatim, but everybody was saying the same thing  
12 as if they went and spoke beforehand and said this is  
13 what we have to present, which is not any different than  
14 if the MEC had gotten into a meeting. We agreed on  
15 something. We all say the say thing to our constituents  
16 so I'm not going to say anything word for word. I don't  
17 remember what any individual person said.

18 It was a general this is what you have to do and  
19 why.

20 Q. What did you say to the MEC that you recall? Did  
21 you say that Roland Wilder's theories sounded good to  
22 you?

23 A. We never got to discuss that point. We were  
24 discussing the -- again, April 1st was not an MEC  
25 meeting. It was just an informal -- we were coming into

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1 the 1113 Motion?

2 A. Roland felt that we would not -- yeah, the Judge  
3 would deny TWA's LLC 1113 Motion. He didn't think they  
4 would prevail on that.

5 Q. Did he also say that he did not think American  
6 would walk away from the deal on April 1?

7 A. I never heard Roland say that. The only people  
8 that had said that to that point was the TWA, LLC, and  
9 specifically Terry Hayes was the one who usually said  
10 they would walk if you didn't do this.

11 Q. What did Roland say about that?

12 A. I don't remember Roland -- I don't think he ever  
13 listened to that. I mean, I never heard him say  
14 anything directly up to that point.

15 Q. One way or the other.

16 A. Yeah.

17 Q. And you didn't believe that American would walk  
18 away from the deal.

19 Is that right?

20 A. That's correct. That is a negotiating ploy.

21 Q. That's what you said at the April 1 meeting?

22 A. Yes.

23 Q. Or was that on April 2?

24 A. April 2, I think.

25 Q. Going back over your testimony before lunch, I

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1 town. A couple went to dinner.

2 On April 2nd, we didn't have a chance to discuss  
3 that because the negotiation or the gist of the meeting  
4 changed.

5 Q. You're saying there was a dinner of some of the  
6 MEC members on April 1?

7 A. Yeah. We came into town earlier. Both of us live  
8 far away. We came in on the night before.

9 Q. That would have been on March 31st then.

10 A. No, April 1st --

11 Q. Wasn't the meeting --

12 A. No, the meeting was April 2nd.

13 Q. Wasn't there also a meeting on April 1st?

14 A. I don't remember the dates. I thought it was  
15 April 1st we came in for the April 2nd meeting.

16 Q. You don't remember if it was a one-day or two-day  
17 session?

18 A. No. I remember the 2nd because that's the day  
19 that stood out in my mind.

20 Q. You don't remember a meeting at all on the 1st?

21 A. No. I remember talking and I don't remember if it  
22 was the 30th to the 31st of the month or the 1st day.

23 The 2nd was the meeting that I remember.

24 Q. Do you remember if it was a one-day session or a  
25 two-day session?

45 (Pages 177 to 180)

<p style="text-align: right;">Page 181</p> <p>1 A. Don't remember.</p> <p>2 Q. Do you remember whether you came into town on a</p> <p>3 Saturday night?</p> <p>4 A. I don't remember what night it was.</p> <p>5 Q. Who did you have dinner with before the MEC</p> <p>6 meeting?</p> <p>7 A. I don't remember who was all there. I just know</p> <p>8 whoever would have come in would have been there.</p> <p>9 I just knew there was a couple of people there.</p> <p>10 Nothing unusual, I mean, it's just a plain old dinner.</p> <p>11 Q. You said everyone said they were going to vote</p> <p>12 against the deal.</p> <p>13 A. That had been our standing from day one, that</p> <p>14 nobody wanted to waive scope.</p> <p>15 The MEC never changed from the day of the Asset</p> <p>16 Purchase was announced with American up to this point.</p> <p>17 The MEC was saying we're not waiving our scope. It</p> <p>18 never changed.</p> <p>19 Q. So you don't remember who was at the dinner the</p> <p>20 night before the MEC meeting?</p> <p>21 A. No, it was just a dinner.</p> <p>22 Q. So you don't remember who said they were going to</p> <p>23 vote against the deal the night before the MEC meeting.</p> <p>24 A. It didn't matter. No one had changed their minds.</p> <p>25 We were unanimous up to that point. Up until April 2nd,</p>	<p style="text-align: right;">Page 183</p> <p>1 Again, he was also of the same I'm not waiving</p> <p>2 scope. At the point throughout this entire process,</p> <p>3 there was no reason to waive our scope and successorship</p> <p>4 provisions. No one had given us any valid, viable</p> <p>5 reason to do so other than the fact that American put it</p> <p>6 in the Asset Purchase Agreement.</p> <p>7 It was still no reason to do it. That is why the</p> <p>8 MEC continued down the path of we want -- if we waive</p> <p>9 scope and successorship, we still want the process as I</p> <p>10 said before of Arbitration, which defeated the whole</p> <p>11 purpose of waiving your scope and successorship in the</p> <p>12 first place.</p> <p>13 That was the MEC's standing. It was -- the</p> <p>14 consensus was unanimous up until we met on April 2nd.</p> <p>15 Q. So you're saying that the meeting at March 21 and</p> <p>16 22, we've gone through those Minutes, and you're saying</p> <p>17 as of that point in time Rautenberg and Lewin were still</p> <p>18 saying that they wouldn't accept any package of</p> <p>19 Agreements that didn't have an Arbitration process to</p> <p>20 merge seniority lists.</p> <p>21 Is that correct?</p> <p>22 A. That is correct. Everybody at least publicly told</p> <p>23 us when we were in the meetings, no one changed their</p> <p>24 tunes. I don't know if they were talking privately. I</p> <p>25 don't know if they were doing something without other</p>
<p style="text-align: right;">Page 182</p> <p>1 we were unanimous in sticking to our guns. We didn't</p> <p>2 want to waive scope.</p> <p>3 Q. Did you talk to Pablo Lewin, your Captain rep and</p> <p>4 Chairman of Council 4 the night before the MEC meeting?</p> <p>5 A. I may have. I don't remember.</p> <p>6 Q. Do you remember whether he told you he was going</p> <p>7 to vote for or against this package of Agreements?</p> <p>8 A. Pablo was going to not waive scope and, in fact,</p> <p>9 he had given in a previous meeting -- I don't remember</p> <p>10 the date -- but it was a fairly impassioned speech about</p> <p>11 why he wouldn't waive scope. He wasn't going to do it.</p> <p>12 Again, I don't remember when or where this was --</p> <p>13 it was just one of the daily meetings that had been</p> <p>14 leading up to this point and Pablo up to that point</p> <p>15 was -- every voting member was unanimous that we were</p> <p>16 not going to waive scope.</p> <p>17 Q. So you had a discussion with Pablo Lewin or he was</p> <p>18 speaking at an MEC meeting?</p> <p>19 A. It was an MEC meeting.</p> <p>20 Q. What about Steve Rautenberg? Did he say -- did</p> <p>21 you talk to him?</p> <p>22 Did he have dinner with you the night before?</p> <p>23 A. Didn't talk to him. I would see Steve in the</p> <p>24 meetings. I didn't have conversations with him on the</p> <p>25 side.</p>	<p style="text-align: right;">Page 184</p> <p>1 members knowing or they were just saying it to say it.</p> <p>2 I'm not going to speak for somebody else.</p> <p>3 What was said publicly among the members of the</p> <p>4 MEC was everybody was unanimous. There really was no</p> <p>5 reason to waive scope. There was no logical, viable</p> <p>6 reason given other than the fact that it was put in the</p> <p>7 Asset Purchase Agreement because American didn't want to</p> <p>8 deal with the APA.</p> <p>9 That's not really a reason. The MEC was also</p> <p>10 pursuing the Process Agreement that would end in</p> <p>11 Arbitration.</p> <p>12 Q. Here's a document which I'll mark as 366. This is</p> <p>13 a Memorandum of Understanding for Changes to the TWA</p> <p>14 ALPA Collective Bargaining Agreement dated March 31,</p> <p>15 2001.</p> <p>16 A. Thank you.</p> <p>17 (Defendant's Exhibit 366 was marked for</p> <p>18 identification by the court reporter.)</p> <p>19 BY MR. KATZ:</p> <p>20 Q. Did you see this?</p> <p>21 A. This is just another one of the back and forth</p> <p>22 changes that were going during the negotiations for this</p> <p>23 if it was to happen.</p> <p>24 This wasn't a negotiation to have it happen. This</p> <p>25 was in case the MEC did vote on it, the Negotiating</p>

## ALAN ALTMAN

## REPORTER'S DECLARATION

STATE OF NEVADA       )  
                                      ) SS.  
COUNTY OF CLARK       )

I, Lisa C. Puettmann-Hawton, Certified Court Reporter No. 521, declare as follows:

That I reported the taking of the deposition of the witness, ALAN ALTMAN, commencing on Thursday, April 28, 2011 at the hour of 8:26 a.m.

That prior to being examined, the witness was by me duly sworn to testify to the truth, the whole truth, and nothing but the truth.

During the deposition, the deponent was advised of the opportunity to read and sign the deposition transcript under Rule 30, the original signature page is being forwarded to Allen Press, Esq. to obtain the deponent's signature.

That I thereafter transcribed said shorthand notes into typewriting and that the typewritten transcript of said deposition is a complete, true and accurate transcription of said shorthand notes taken down at said time.

I further declare that I am not a relative or employee of counsel or any party involved in said action, nor a relative or employee of the parties involved in said action, nor a person financially interested in the action.

Dated at Las Vegas, Nevada this 11th day of May, 2011.

  
Lisa C. Puettmann-Hawton, CCR 521

# **Exhibit C**

# TWA MEC Minutes

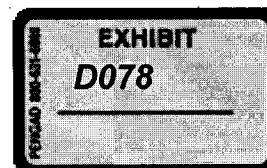


Written, edited and published by your TWA Master Executive Council, these minutes provide a record of the business conducted during the representative body's last meeting. This document is not a verbatim transcript of the meeting's reports, discussions and actions. Rather, it is a comprehensive summary of those events. For more information on the issues influencing TWA pilots' careers, consult the TWA MEC's other various communications.

SPECIAL MEETING DATE: April 23-24, 2001 St. Louis, Missouri

## MASTER EXECUTIVE OFFICERS

Robert A. Pastore, Master Chairman  
Scott A. Schwartz, Vice Chairman  
Robert C. Stow, Sr., Secretary/Treasurer



## COUNCIL 2 - NY

Howard B. Hollander, Captain Rep.  
David B Singer, First Officer Rep.  
Theodore A. Case, Secretary/Treasurer

## COUNCIL 4 - LAX/SFO

Pablo Lewin, Captain Rep.  
Alan Altman, First Officer Rep.  
Glenn Stieneke, Secretary/Treasurer

## COUNCIL 3 - STL

Steven P. Rautenberg, Captain Rep.  
Sally D. Young, First Officer Rep.  
Jim Arthur, Secretary/Treasurer

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## Monday, April 23, 2001

1335 Master Chairman Bob Pastore called the meeting to order.

Secretary/Treasurer Bob Stow called the roll, members present or accounted for with the exception of Howard Hollander and Glenn Stieneke. Hollander proxy to Case. Stieneke was not present due prior family obligations.

Committee Members: Keith O'Leary, Ron Kiel, Cary Bouchard, John Swanson, Sean Clarke, John Hefley, Keith Holcomb, Mike Day, Steve Parrella, Rick Crocker, Bill Kientz, Kim Pearson, Vince Lombardi

Guests: On File MEC office

Steering Committee: Case, Rautenberg, Lewin

Sergeant at Arms: Ron Kiel

Announcements

Case read for the record the following statement written by Hollander to the Master Chairman:  
"Due to personal reason, which we have spoken about last week, I am unfortunately unable to attend the TWA MEC Special Meeting on April 23-24. It is however my intent to attend the second day of the Special Meeting if at all possible. So that there is no confusion or misunderstanding, I have sent F/O Ted Case a valid proxy to vote on all issues in my place. We have spoken at length on all the published agenda items and he has a clear understanding on how the Council 002 pilots wish to be represented. I have asked F/O Ted Case to read this into the record at the start of the meeting and hand you this for your record."

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PAGE - 1

Approved MEC Resolution #01-88

D-078

Page 1 of 12

ALPA 006467

**Duane Woerth, President ALPA**

Captain Duane Woerth briefed the MEC regarding the Delta's tentative agreement, the Comair strike, the legislative progress on the Age-60 rule and his presence at an APA Board meeting in Dallas. Captain Woerth discussed the current situation of the TWA pilots and stated the TWA MEC made one of the most difficult decisions any MEC could be faced with – waiving their scope protection. Captain Woerth stated the MEC's decision although tough, was the right decision and that he was extremely proud of the courage displayed by the TWA MEC.

At the conclusion of Captain Woerth's statements, there was a question and answer session with members of the MEC and pilots in attendance.

**Questions and Answers**

Case for the record stated that the TWA pilots have been loyal, dedicated ALPA members for more than 50 years. They have the distinct honor of holding ALPA post's, Council 2, Council 3 and Council 4. During fifty plus years as ALPA union members, the TWA ALPA pilots have contributed millions of dollars to the Association. Along with their monetary contributions, TWA ALPA pilots have also contributed countless hours of service within the Association furthering ALPA's Safety, Union, Political and Labor causes. He asked Captain Woerth if the TWA pilots had his commitment as the President of ALPA to use the full resources of the Association, including litigation if possible or necessary, against the APA, AMR, and TWA LLC to ensure that the TWA pilots were integrated into the American Airlines pilots seniority list, in a manner other than a staple job.

Captain Woerth responded if there were any basis for litigation, ALPA would do what was necessary to protect the pilots. ALPA would not leave any stone unturned to protect the TWA pilots.

1448 Presentation concluded.

1449 Recess

1505 Reconvened

**Membership and Guest Hour**

Dean Seward, Council #3: Addressed the MEC regarding his concerns that flying time was going away.

**Questions and Answers**

Dee J Glasby, Council #2: Addressed the MEC regarding a position on Merger Committee.

**Questions and Answers**

Russ Hazelton, Retired TWA Pilot: Addressed the MEC regarding retired pilots issues. Requested the MEC to continue their support of the retired pilots causes. ALPA cannot walk away from the retired pilots. He detailed his efforts to help both active and retired participants in the terminated A Plan.

**Questions and Answers**

John Fuerhmeyer, Council #3: Thanked the MEC for the great job they have been doing on behalf of the TWA pilots.

1524 Membership and Guest Hour concluded.

Pastore welcomed Jim Arthur, newly elected Council #3 Secretary/Treasurer, to the MEC and presented him with his pewter ALPA pin.

**Master Chairman Report: Bob Pastore**

Pastore gave brief overview of the work undertaken since he became chairman last August. Stressed that in seniority integration discussion with APA, all were professionals and should treat each other with the respect that each group deserves. Also stressed that unity among the TWA pilots was critical to moving forward. Pastore thanked the Merger Committee for all the work they have done. Concluding his report, Pastore announced that Scott Schwartz was stepping down as Vice Chairman and an election was scheduled during the second of the meeting.

1540 Report concluded.

**Secretary/Treasurer Report: Bob Stow**

Stow reported due to contractual changes under TWA LLC, ALPA would no longer have the 9000-hour flight pay loss bank. This translated into approximately a 40% reduction in funding for union work. He also updated the MEC on Merger Assessment delinquent payments. Only 13 members currently have not paid their Merger Assessment. In accordance with ALPA Constitution and Bylaws, Article VIII charges would be taken against those members. Stow said that a detailed update of expenses paid by the Merger Assessment would be posted on the TWA MEC website.

Questions and Answers

1545 AI#0104-77 Lewin/Rautenberg

Approval to Reimburse LEC Rep David Singer

Discussion

**Resolution #01-66 by P. Lewin/S. Rautenberg**

WHEREAS Council #2 F/O Representative David Singer tried to get to this meeting today by all possible means, and

WHEREAS there was no other opportunity but to purchase a full fare ticket on USAir, now

**THEREFORE BE IT RESOLVED** that the TWA MEC directs Secretary/Treasurer Bob Stow to reimburse Council #2 F/O Representative Singer for the ticket.

**PASSED** voice vote

1549 Reports concluded.

**Merger Committee Report/Strategic Planning**

Day updated the MEC regarding recent committee activities and meetings with the APA. He indicated that full support of all of ALPA would be necessary going forward. Day also addressed some administrative issues relating to Merger Committee work the MEC would need to address.

Questions and Answers



1601 Rautenberg/Singer moved to enter into Executive Session.  
VOTE: **PASSED** unanimous voice vote.

1755 Rautenberg/Lewin moved to come out of Executive Session.  
VOTE: **PASSED** unanimous voice vote.

1800 Recess

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**Tuesday, April 24, 2001**

0900 Master Chairman Bob Pastore called the meeting to order.

Committee Members: Cary Bouchard, John Swanson, Mike Day, John Hefley

Guests: On File MEC office

0903 Altman/Lewin moved to enter back into Executive Session to conclude Merger Committee Report.  
Note: Stow called the roll during Executive Session, members present or accounted for with the exception of Hollander and Young. Hollander proxy to Case and Young called the office and reported she would be arriving in approximately 30 minutes.

0928 Young arrived at the meeting.

1000 Case (*Proxy for Hollander*)/Altman moved to come out of Executive Session.  
VOTE: **PASSED** unanimous voice vote.

1004 Recess

Pastore briefed the MEC regarding phone conversation with Captain Duane Woerth.

1012 Stow called the roll, members present or accounted for.

Stow updated the MEC regarding various advisors fees.

1015 Case, for the record, stated that he was in receipt of a mailing from T. O. Richardson Company. He didn't know how they got his address or knew that he was a TWA pilot. Also, didn't know how this company knew the details concerning the DAP and its termination. T. O. Richardson had informed him that two active TWA pilots were in their employment. One was currently a high-ranking ALPA Union official; the other was a former high-ranking ALPA union official.

**Grievance Committee Report: Sean Clarke**

Clarke updated the MEC regarding recent committee activities. Discussed the five pilots who were not offered employment by American Airlines under the TWA LLC. He indicated that AMR could make a decision on these five individuals later this week. He added that ALPA would continue to support these pilots. Clark announced that Jim Arthur was stepping down as Grievance Committee Vice Chairman due to his recent election on the MEC. He recommended Buzz Erickson as his replacement.

Pastore appointed Arthur (Buzz) Erickson.



1017 Lewin/Rautenberg moved that the TWA MEC approve the appointment of Arthur (Buzz) Erickson as Vice Chairman of the Grievance Committee.

VOTE: **PASSED** unanimous voice vote.

Questions and Answers

1034 Report concluded.

**Negotiating Committee Report: Ron Kiel and Cary Bouchard**

Bouchard briefed the MEC regarding his conversation with Rick Cannon on displacements. Kiel discussed issues relating to the agreement with TWA Airlines LLC. He stated that all documents comprising the agreement had been posted on the MEC website earlier this month.

Stow requested that the Negotiating Committee report be interrupted and continue after the DAP/401K Report.

**1051 DAP/401k Report: Marty Zygmund (via teleconference)**

Zygmund updated the MEC regarding events that occurred since last MEC meeting. Discussed meeting with Community America Credit Union regarding outstanding loans and possible source for the loans and Plan sponsor. They were receptive to being Plan sponsor and would be contacting their legal advisors. Discussed meeting with TWA Benefits as well to discuss possible change in the Plan sponsor.

Zygmund highlighted the Plan under Community America. The Credit Union has done due diligence and he was anticipating a letter of intent in the near future.

1054 Hollander arrived at the meeting.

Questions and Answers

1109 Report concluded.

**Negotiating Committee Report (continued)**

Kiel discussed the training program differences between TWA and AMR and briefly discussed benefit transition issues. Hoped to have remaining unanswered benefit questions resolved later in the week. TWA Benefits Specialist Mary Ulett stated Larry Cleveland was hoping to have these answers by the end of the week. Class 9 passes were still an ongoing issue and the committee was waiting to hear from Labor Relations.

Questions And Answers

1131 Report concluded.

**Schedule Committee Report: Gary Tritt (via teleconference)**

Tritt updated the MEC on schedule and equipment changes that had occurred recently and reminded the MEC that pilots would be more than likely be subject to balancing due to these changes. Updated the MEC regarding satellites, AMR satellites were different from TWA. Satellites would continue under LLC because of their cost savings but anticipated them going away as the integration of the operation was closer to completion.

Questions and Answers

1144 Report concluded.

1145 Recess

**1150 STL Airport Expansion Committee: Bud Bensel (via teleconference)**

Bensel spoke to the MEC about the status of Air Traffic control upgrades in St. Louis. He reported the progress continues and a meeting on the issue with ALPA National Safety representatives would be held in May.

Questions and Answers

1214 Report concluded.

1215 Recess

1300 Stow called the roll, all members present or accounted for.

**Membership & Guest Hour**

Bill Kientz, Council #3: Addressed the MEC regarding his willingness to serve a MEC Vice Chairman. Discussed his background and prior ALPA experience.

Questions and Answers

Keith O'Leary, Council #3: Addressed the MEC regarding his willingness to serve a MEC Vice Chairman. Discussed his background and prior ALPA experience.

Questions and Answers

1315 Membership & Guest Hour concluded.

**Non-Payment of Merger Assessment/Article VIII Charges: Don Knight**

Knight updated the MEC regarding progress of collecting delinquent assessment payments. Discussed the procedure of filing Article VIII charges against pilots who have not paid their assessment and gave overview of the hearing that would be held to hear the charges.

Questions and Answers

The MEC agreed that the pilots who retired in January pay the full \$300.00. They also agreed to file charges in small claims court for those pilots who were now employed by non-ALPA carriers and had not paid their assessment.

1349 Report concluded.

Steering Committee Report

1359 Lewin/Rautenberg moved to accept AI#0104-78, AI#0104-79 and AI#0104-80 as late agenda items.  
VOTE: **PASSED** unanimous voice vote.

Lewin/Singer moved to enter into Executive Session.

VOTE: **PASSED** voice vote.

**RESOLUTION #01-67 WAS PASSED IN EXECUTIVE SESSION, NOT FOR DISTRIBUTION**

1400 Lewin/Singer moved to come out of Executive Session.

VOTE: **PASSED** voice vote.

1401 MEC Caucus

**1551 Election - MEC Vice Chairman**

Singer/Hollander moved to open the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Young nominated Bill Kientz

Hollander nominated Keith O'Leary

Singer/Altman moved to close the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Ballot Certification Committee: Don Knight, Cary Bouchard

1558 O'Leary was elected Vice Chairman

Pastore announced that Ed Johns was willing to serve on the Merger Committee. MEC questioned whether or not Ed Johns had the time to devote to the committee. Pastore stated that Ed Johns would have the time necessary to devote to the committee.

1604 Young/Hollander moved to RECONSIDER the election of the Vice Chairman.

Discussion

Lewin requested a ruling from ALPA National.

Stow reported that per Clay Warner, ALPA Legal, the motion was out of order.

Motion was withdrawn.

1607 Young requested MEC Caucus

1625 Rautenberg/Singer moved to extend the meeting 15 minutes.

VOTE: **PASSED** unanimous voice vote.

**Merger Committee Member Election**

Lewin/Hollander moved to open the floor for nominations.

VOTE: **PASSED** unanimous voice vote.

Hollander nominated Ed Johns

Altman nominated Dee J. Glasby

Singer/Lewin moved to close the floor for nominations  
**VOTE: PASSED** unanimous voice vote.

Glasby was elected (Lewin requested recorded vote).

**FOR Glasby:**

Hollander, Council #2  
 Singer, Council #2  
 Rautenberg, Council #3  
 Young, Council #3  
 Altman, Council #4

**FOR Johns:**

Lewin, Council #4

1635 AI#0104-78 Lewin/Altman

**SUBJECT:** Approval of request(s) for Council affiliation transfers.

**Resolution #01-68 by P. Lewin/A. Altman**

WHEREAS the following pilots have requested their council affiliation be changed and/or frozen and,

WHEREAS the pilots' eligibility has been verified by the ALPA Membership department, now

**THEREFORE BE IT RESOLVED** that the following pilots have their council affiliation changed and/or frozen as indicated in accordance with Article III, Sect. 10(a) of the ALPA Constitution and By- Laws and the TWA MEC Policy Manual Section VII para 17:

<u>Name</u>	<u>ALPA #</u>	<u>From</u>	<u>To</u>	<u>State</u>
Rights, Theresa	1197235	3	4	CA

PASSED recorded vote  
 (Lewin requested recorded vote)

**FOR:**

Singer, Council #2  
 Rautenberg, Council #2  
 Lewin, Council #4  
 Altman, Council #4

**AGAINST:**

Hollander, Council #2  
 Young, Council #3

1640 AI#0104-79 Rautenberg/Altman

**SUBJECT:** Level of Support for Retired Pilots.

Discussion

**Resolution #01-69 by S. Rautenberg/A. Altman**

**BE IT RESOLVED** the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

- (4) To carry out other strategic initiatives when specifically tasked by the TWA MEC Master Chairman or the TWA MEC, by resolution.
2. Personnel
  - a) Strategic Planning Committee Chairman
    - (1) The Chairman shall be appointed by the TWA Master Chairman and approved by the TWA MEC in accordance with Section VIII.B of this TWA MEC Policy Manual.
    - (2) Qualifications:
      - (a) Shall be knowledgeable in all areas of committee activities.
      - (b) Shall be a member of TWA ALPA in good standing.
  - b) Strategic Planning Committee Members
    - (1) The Chairman of the Strategic Planning Committee may appoint up to three committee members who shall all be TWA ALPA members in good standing.

Discussion

Altman/Rautenberg moved to **POSTPONE** until next MEC meeting.

VOTE: **PASSED** unanimous voice vote.

1643 Lewin/Rautenberg moved to **ACCEPT** AI#0104-81 and #0104-82 as late agenda items.

VOTE: **PASSED** unanimous voice vote.

1645 Hollander left the meeting (*Proxy to Case*).

AI#0104-82 Singer/Case (Proxy for Hollander)

SUBJECT: U.S. Bankruptcy Code changes.

Discussion

Resolution #01-70 by D. Singer/T. Case (Proxy for H. Hollander)

**BE IT RESOLVED** the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

WHEREAS it has been one of the primary tenets of ALPA to insure the integrity of each and every pilot groups' Collective Bargaining Agreement, and

WHEREAS in the past the tactic of utilizing the U.S. Bankruptcy Code to circumvent traditional labor laws and unilaterally abrogate proper agreements was engaged by Francisco Lorenzo and others, and

WHEREAS ALPA lobbied effectively to demonstrate that the anti-labor behavior and practice was so egregious and potentially devastating to collective bargaining agreements, and

WHEREAS ALPA sought and achieved appropriate legislative changes so as to no longer permit such unilateral changes without due process and a proper hearing and arguments of cause in the applicable Bankruptcy Court, and

WHEREAS most pilots retire from their respective airlines, and

WHEREAS once retired ALPA cannot, under its Charter, represent a retired pilot, now

THEREFORE BE IT RESOLVED that the ALPA Executive Board determines what level of support is to be afforded retired pilots.

PASSED voice vote

1640 AI#0104-80 Hollander/Singer

SUBJECT: Amend MEC Policy Manual, Section XXVI, Strategic Planning Committee.

WHEREAS The TWA MEC has passed a resolution establishing a Strategic Planning Committee and

WHEREAS the TWA MEC now wishes to establish policy for the authority, objectives and staffing of the Strategic Planning Committee, now

THEREFORE BE IT RESOLVED the TWA MEC Policy Manual Section XXVI. H. be changed to read as follows:

"H. STRATEGIC PLANNING COMMITTEE

1. AUTHORITY

a) The TWA MEC shall have a continuing committee to carry-out the following objectives:

- (1) In coordination with the MEC Officers, to interface with and lobby the ALPA National Officers, the members of the ALPA Executive Council and the members of the ALPA Executive Board to insure the utmost strategic and financial support to the TWA pilots.
- (2) To participate in a regular conference call on at least two days each week (unless the MEC is in session during a given week, then the conference call schedule shall be amended by the Master Chairman). The conference call will be conducted by an MEC Officer, or the Chairman of the Strategic Planning Committee if an MEC Officer is not available. The conference call is to insure up to date communications between TWA MEC Officers, committee chairmen (including, but not limited to the following as needed: Negotiating Committee Chairman, Merger Committee Chairman, Government Affairs Chairman, Grievance Committee Chairman and Communications Committee Chairman) and MEC Advisors on issues concerning the integration of the TWA LLC operations and pilot seniority integration. The MEC members shall be informed of these conferences and shall be informed of these conferences and shall have the right to ask questions of the participants at the conclusion of each conference.
- (3) In conjunction with strategic plans adapted by the MEC, to co-ordinate with the TWA MEC officers and the TWA MEC members, when in session, to develop strategic planning initiatives on the whole range to issues facing the TWA pilots.

WHEREAS in today's legal environment, the TWA pilots along with tens of thousands of other ALPA and non-ALPA pilots have relied upon the hard-fought language of their Scope and Successor clauses, and

WHEREAS the TWA pilots received a great deal of protection from those past changes to the Bankruptcy Code, they nevertheless were forced, under the provisions of Section 1113 of the U.S. Bankruptcy Code, to abandon the primary protection of the Scope Clause section of the Collective Bargaining Agreement in order to avoid Chapter 7 liquidation of their carrier and affect the transition to TWA LLC, and

WHEREAS it is conceivable that any carrier could utilize such tactics while operating and seeking shelter under the protection of Chapter 11 of the U.S. Bankruptcy Code, and

WHEREAS the sanctity of every pilots' Collective Bargaining Agreement is of paramount importance and concern to ALPA, now

THEREFORE BE IT RESOLVED that ALPA shall adopt, as one of our highest legislative priorities, the goal of bringing the appropriate changes to the U.S. Bankruptcy Code to provide specific protections and legal immunity for seniority, employment and Scope and Successor clauses that contractually provide for the specific protections of seniority and fair and equitable merger integration.

PASSED unanimously voice vote

AI#0104-81 by Singer/Case (Proxy for Hollander)

SUBJECT: ALPA National Support

Discussion

Resolution #01-71 by D. Singer/T. Case (Proxy for H. Hollander)

BE IT RESOLVED the TWA MEC directs the TWA MEC Chairman to submit the attached resolution as an agenda item for the next regularly scheduled ALPA Executive Board meeting.

WHEREAS the TWA pilots have faced incredible challenges for more than a decade and a half, living through three changes in corporate ownership, a corporate raider and three bankruptcies, and;

WHEREAS the TWA pilots have been loyal members of ALPA from ALPA's inception, currently representing Councils Two, Three and Four, and;

WHEREAS the TWA pilots have contributed millions of dollars into the MCF to support their brother and sisters and to protect the piloting profession, and;

WHEREAS the TWA pilots are now facing extraordinary expenses in their current merger with American Airlines, which occurred, without precedent, during a Chapter 11 proceeding, and;

WHEREAS the TWA pilots have also been forced to abandon the primary protection of the Scope Clause section of their Collective Bargaining Agreement in order to avoid Chapter 7 liquidation of their carrier and affect the transition to TWA LLC, and;

WHEREAS the TWA MEC has enormous obstacles remaining before them in order to protect their loyal ALPA members and affect a successful transition to American Airlines, obstacles including ongoing negotiations, the continuing need for Bankruptcy counsel, extraordinary communications needs both

internally and externally, a yet to be defined merger integration process, the need for Merger counsel and Pension plan termination litigation, and;

WHEREAS the long-term goal of ALPA of "one Union for all pilots" could be realized with the return of the pilots of American Airlines and the best ambassadors to lead that charge would be the post-merger TWA pilots who truly appreciated the value of having proper support both morally and financially of a National Union, and;

WHEREAS the plethora of problems before the TWA MEC are only compounded by a dramatic reduction in available funding, coupled with enormous expenses to properly represent their constituents, including the loss of previously contractually provided Flight Pay Loss of over one million dollars (\$1,000,000) annually, and;

WHEREAS the future of U.S. airline consolidation will be clearly affected by the outcome of the current acquisition of TWA by American Airlines and thus the very future of our profession and our careers would be impacted by a negative outcome, now

THEREFORE BE IT RESOLVED that the Executive Board pledges the full moral and financial support of the Association to enable the TWA MEC to properly represent the TWA pilots through this crisis and to properly complete the tasks before them.

**PASSED** unanimously voice vote

1648 Lewin/Altman moved to adjourn.

VOTE: **PASSED** unanimous voice vote.

1650 All business concluded; the meeting was adjourned.



Robert C. Stow, Sr.  
TWA MEC Secretary/Treasurer



# **Exhibit D**

1  
2 IN THE UNITED STATES DISTRICT COURT.  
3 FOR THE DISTRICT OF NEW JERSEY  
4 CIVIL 02-2917 (JEI)

5 PATRICK BRADY, SALLY YOUNG,  
6 HOWARD HOLLANDER, THEODORE CASE,  
7 AND MICHAEL FINUCAN, individually  
8 and on behalf of all others  
9 similarly situated,  
10 Plaintiffs,

11 V.

VOLUME 7  
TRIAL TRANSCRIPT

12 AIR LINE PILOTS ASSOCIATION,  
13  
14 Defendant.

CAMDEN, NEW JERSEY  
JUNE 16, 2011

15 B E F O R E: HONORABLE JOSEPH E. IRENAS  
16 UNITED STATES DISTRICT JUDGE

17 A P P E A R A N C E S:

18 TRUJILLO, RODRIGUEZ & RICHARD  
19 BY: NICOLE M. ACCHIONE, ESQ.  
20 AND: LISA J. RODRIGUEZ, ESQ.

21 AND  
22 GREEN JACOBSON, P.C.  
23 BY: ALLEN PRESS, ESQ. (MO. BAR)  
24 AND: JOE D. JACOBSON, ESQ. (MO. BAR)  
25 For the Plaintiffs.

ARCHER GREINER  
BY: STEVEN FRAM, ESQ.  
AND  
KATZ & RANZMAN  
BY: DANIEL M. KATZ, ESQ.  
FOR THE DEFENDANT AIR LINE PILOTS ASSOCIATION.

ELIZABETH GINSBERG, ESQ.  
IN-HOUSE COUNSEL FOR ALPA.

1  
2 Pursuant to Section 753 Title 28 United States  
3 Code, the following transcript is certified to be an  
4 accurate record as taken stenographically in the  
above-entitled proceedings.

5 S/ LYNNE JOHNSON

6 Lynne Johnson, CSR, CM, CRR  
7 Official Court Reporter  
8  
9  
10

11 LYNNE JOHNSON, CSR, CM, CRR  
12 OFFICIAL COURT REPORTER  
13 UNITED STATES DISTRICT COURT  
P.O. BOX 6822  
14 LAWRENCEVILLE, NJ 08648  
15  
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24  
25

Comlish-cross/Fram

193

1 Q. Do you have any legal background or training?

2 A. No, I don't.

3 Q. Do you have any training in contract negotiations?

4 A. I am an airline pilot. Airline pilots fly airlines,  
5 sir.

6 Q. That is great. Can you answer my question? Do you have  
7 any training in contract negotiations?

8 A. No, I don't.

9 A. ALPA National does.

10 MR. FRAM: I move to strike that comment, your  
11 Honor.

12 THE COURT: I will strike it.

13 Q. Do you claim that you had a conversation on Capitol Hill  
14 with Duane Woerth about the legislation that you were pushing  
15 for on Capitol Hill?

16 A. That's correct.

17 Q. And tell us exactly what you claim Mr. Woerth said to  
18 you when you went up to him at this gathering with respect to  
19 the legislation you were pushing?

20 A. He said you need to get off the Hill.

21 Q. And you understood that to be him directing you to back  
22 off from the legislation. Right? That was the point of what  
23 you said before. Yes?

24 A. What I said was, he told me, me and my pilots to get off  
25 the Hill. That was the gist of the conversation.

Comlish-cross/Fram

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1 THE COURT: But you understood that, or you, I will  
2 ask the question, did you understand he was telling you to  
3 stop lobbying for the Bond bill?

4 A. Yes.

5 Q. That is the conversation where you said he had scowled  
6 at you when you motioned to him before, right?

7 A. That's correct.

8 Q. Do you remember when Mr. Katz took your deposition in  
9 January of this year?

10 A. Yes, I do.

11 Q. And you were sworn to tell the truth, the whole truth,  
12 and nothing but the truth?

13 A. Yes.

14 Q. You understood that it was testimony subject to the  
15 penalties of perjury?

16 A. Yes, I do.

17 Q. You understood it was important for the purposes of  
18 presenting the facts in this case?

19 A. Yes, I do.

20 Q. Do you recall being asked in that deposition --

21 THE COURT: Give us all a page and --

22 MR. FRAM: Yes, your Honor. Let me find it real  
23 quick.

24 THE COURT: Did you have a copy, plaintiffs?

25 MS. RODRIGUEZ: No, I don't.

1 MR. FRAM: They do now, your Honor.

2 THE COURT: Okay.

3 Q. So page 100, sir. Let's talk about what you said in  
4 your sworn testimony in January of this year. Page 100, line  
5 3.

6 Do you see where Mr. Katz asked you:

7 "QUESTION: Did Woerth ever say anything to you  
8 directly about being opposed to your lobbying efforts?

9 "ANSWER: How do you define directly?

10 "QUESTION: I mean, you are face-to-face with him,  
11 or you are in a telephone conversation with him. Says  
12 Comlish, I am opposed to your legislative efforts. Something  
13 like that.

14 "ANSWER: Counsel, we had a chain of command and I  
15 wanted to honor that chain of command, so many of these  
16 communications went through the chain of command back and  
17 forth to Duane Woerth.

18 "QUESTION: Well, I am just asking you a simple  
19 question. Did you have a conversation directly with Duane  
20 Woerth on the phone or in person in which he told you that he  
21 was opposed to what you were doing?"

22 And what was your answer, sir?

23 A. My answer was no.

24 Q. Thank you.

25 MR. FRAM: I have nothing further, your Honor.

# **Exhibit E**

**Fram, Steven**

---

**From:** Nicole Acchione [nacchione@trrlaw.com]  
**Sent:** Friday, August 12, 2011 1:52 PM  
**To:** Fram, Steven; Dan Katz  
**Cc:** Allen Press; Lisa Rodriguez; Nicole Acchione; Joe Jacobson  
**Subject:** Brady, et al. v. ALPA  
**Attachments:** 20110812\_124326.pdf

Dear Counsel,  
Please see attached letter.  
Thank you, Nicole





TRUJILLO  
RODRIGUEZ &  
RICHARDS, LLC

A PENNSYLVANIA LIMITED LIABILITY COMPANY  
ATTORNEYS AT LAW

258 Kings Highway East  
Haddonfield, NJ 08033  
856-795-9002  
856-795-9887 Fax

Lisa J. Rodriguez  
New Jersey Responsible Attorney

1717 Arch Street  
Suite 3838  
Philadelphia, PA 19103  
215-731-9004  
215-731-9044 Fax

August 12, 2011

**VIA EMAIL AND REGULAR MAIL**

Steve Fram, Esquire  
Archer & Greiner  
One Centennial Square  
Haddonfield, NJ 08033

Re: *Brady, et al. v. ALPA*  
Civil Action No. 02-2917

Dear Mr. Fram:

I have your Motion to Revoke the *Pro Hac Vice* Admissions of Allen Press and Joe Jacobson, filed August 10, 2011. *See* PACER No. 417.

Rule 11 of the Federal Rules of Civil Procedure prohibits a party from filing a pleading "for any improper purpose, such as to harass, cause unnecessary delay, or to needlessly increase the costs of litigation." Rule 11(b)(2). Rule 11 requires that factual contentions made by counsel have evidentiary support. Rule 11(b)(4).

Your motion violates both of these requirements. The motion is not supported by evidence. Rather, it contains a series of inflammatory, self-serving statements that, were they not included in a court filing, would be actionable as defamatory. Your motion obviously was not filed for any legitimate purpose, but instead was designed to harass the Plaintiffs and their counsel and to serve ALPA's political interests in denigrating the jury's verdict to help ALPA in the pending JetBlue representational campaign and the Delta pilots' potential separation from the union.

We hereby demand you withdraw your motion within 48 hours. In our view, through your filing of this motion, you and your clients are in violation of Rule 11 of the Federal Rules of Civil

Procedure. If the motion is not immediately withdrawn, we will ask the Court to impose appropriate sanctions, including but not limited to striking your pleadings and taxing you with the costs associated with our having to respond to the motion.

Very truly yours,

A handwritten signature in black ink that reads "Nicole M. Acchione". The signature is written in a cursive, slightly stylized font.

Nicole M. Acchione

cc: Dan Katz, Esquire (via email and regular mail)

# **Exhibit F**



1 negotiations; meet with negotiating committee; review  
2 and revise proposals."

3 Q. And then below that, do you have another  
4 reference there to the TWA-MEC representation?

5 A. That's correct.

6 Q. Can you read the narrative for us there,  
7 please?

8 A. Yes. "Phone conference with John Hefley,  
9 Clay Warner, WRW" -- that's William Wilder, a partner  
10 in this firm -- "and respond to messages."

11 Q. When did you make the entries that you've  
12 just read for us in your daytimer?

13 A. When?

14 Q. Yeah. About when?

15 A. On November 2nd. I'm sorry. On April 2nd.

16 Q. And what was your purpose in making those  
17 entries, please?

18 A. This is the foundation for the time records  
19 that the firm maintains for me, and also we use this  
20 for the billing.

21 Q. Okay. What I'm showing you now is D-176.

22 Can you please confirm that D-176 is a copy

1 of the billing statement that your firm sent to  
2 Captain Robert Pestor (phonetic) of the TWA-MEC for  
3 the month of April of 2001?

4 A. It appears to consist of the firm's billing  
5 to the TWA-MEC for the month of April, the bill being  
6 dated May 9, 2001, and attached to the billing are the  
7 various expense records evidencing the expenses I  
8 incurred representing the TWA-MEC in April.

9 Q. And the first page of D-176 is your  
10 transmittal letter --

11 A. That's correct.

12 Q. -- the letter that forward the bill. And  
13 then the first page of the bill has an entry on 4-1-01  
14 which shows 7.5 hours. Do you see that?

15 A. I see that.

16 Q. And the description there is precisely the  
17 same description as you read from April 1 on the  
18 daytimer, correct?

19 A. Correct.

20 Q. So your practice in having your firm prepare  
21 bills was to take the narrative you wrote in the  
22 daytimer, around the time you performed the services,

1 and then have that narrative put into your billing  
2 system so that the client got billed for the time?

3 A. That is correct.

4 Q. Now, can you tell us after you spent the  
5 time shown on April 1 of 2001 representing the MEC,  
6 did you leave town later that day?

7 A. Yes. I had a meeting with another client in  
8 Louisville, Kentucky. I left the MEC offices in St.  
9 Louis somewhere between 4:30 and 5:00 on the afternoon  
10 of April 1 and went to the airport, flew to  
11 Louisville; and I believe I met with the client in  
12 Louisville on April 1, yes.

13 Q. Okay. You just refreshed your memory about  
14 meeting with the client in Louisville by referring to  
15 the daytimer?

16 A. I just did, yes.

17 Q. Okay. And if you turn back to the bill, it  
18 looks like you have an attachment, and this is page 6  
19 of 20 if you look in the center in the bottom. It  
20 says D-176, 6 of 20.

21 A. I have it.

22 Q. Is that a copy, at the top, of the plane

## 1 CERTIFICATE OF NOTARY PUBLIC

2  
3 I, DELORES M. GREEN, a Notary Public in and  
4 for the District of Columbia, before whom the  
5 foregoing deposition was taken, do hereby certify that  
6 the witness whose testimony appears in the foregoing  
7 pages was duly sworn by me; that the testimony of said  
8 witness was taken by me in shorthand at the time and  
9 place mentioned in the caption hereof and thereafter  
10 reduced to typewriting under my supervision; that said  
11 deposition is a true record of the testimony given by  
12 said witness; that I am neither counsel for, related  
13 to, nor employed by any of the parties to the action  
14 in which this deposition is taken; and, further, that  
15 I am not a relative or employee of any attorney or  
16 counsel employed by the parties thereto, nor  
17 financially or otherwise interested in the outcome of  
18 this action.

19  
20 Delores M. Green  
21 Notary Public in and for  
22 THE DISTRICT OF COLUMBIA

My commission expires:



# **Exhibit G**

1 IN THE UNITED STATES DISTRICT COURT.  
2 FOR THE DISTRICT OF NEW JERSEY  
3 CIVIL 02-2917 (JEI)

4 THEODORE A. CASE, SALLY YOUNG,  
5 HOWARD HOLLANDER, PATRICK BRADY  
6 AND MICHAEL FINUCAN, individually  
7 and on behalf of all others  
8 similarly situated,  
9 Plaintiffs,

10 V.

TRIAL TRANSCRIPT  
VOL. 1

11 AIR LINE PILOTS ASSOCIATION,  
12 Defendant.

CAMDEN, NEW JERSEY  
JUNE 7, 2011

13 B E F O R E: HONORABLE JOSEPH E. IRENAS  
14 UNITED STATES DISTRICT JUDGE

15 A P P E A R A N C E S:

16 TRUJILLO, RODRIGUEZ & RICHARD  
17 BY: NICOLE M. ACCHIONE, ESQ.  
18 AND: LISA J. RODRIGUEZ, ESQ.  
19 AND

20 GREEN JACOBSON, P.C.  
21 BY: ALLEN PRESS, ESQ. (MO. BAR)  
22 AND: JOE D. JACOBSON, ESQ. (MO. BAR)  
23 For the Plaintiffs.

24 ARCHER GREINER  
25 BY: STEVEN FRAM, ESQ.

AND  
KATZ & RANZMAN  
BY: DANIEL M. KATZ, ESQ.  
FOR THE DEFENDANT AIR LINE PILOTS ASSOCIATION.

ELIZABETH GINSBERG, ESQ.  
IN-HOUSE COUNSEL FOR ALPA.

1           Pursuant to Section 753 Title 28 United States  
2 Code, the following transcript is certified to be an  
3 accurate record as taken stenographically in the  
4 above-entitled proceedings.

5                           S/   LYNNE JOHNSON

6                           Lynne Johnson, CSR, CM, CRR  
7 Official Court Reporter  
8  
9

10                           LYNNE JOHNSON, CSR, CM, CRR  
11 OFFICIAL COURT REPORTER  
12 UNITED STATES DISTRICT COURT  
13 P.O. BOX 6822  
14 LAWRENCEVILLE, NJ 08648  
15 PHONE: 609 896 1836  
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25

1 10 minutes, and resume with your opening statement.

2 MR. PRESS: Thank you, your Honor.

3 (Jury leaves the courtroom).

4 (Recess)

5 (Jury enters the courtroom.)

6 THE COURT: Mr. Press, you may continue.

7 MR. PRESS: Thank you, Judge.

8 Before I plow on, hopefully it will be the last  
9 break we take while I am speaking. I said hopefully,  
10 remember.

11 Before I go on with the chronology I of things I  
12 want to take a step backwards. Remember at the meeting I  
13 told but the right to strike and how they put in their brief  
14 that they filed with the Court that the right to strike was  
15 clear and three days later they come and tell the MEC, the  
16 pilots leaders, that no, you probably don't have a right to  
17 strike.

18 Remember, I told you about that. Six months later  
19 ALPA is filing a motion in the bankruptcy court to get their  
20 legal fees paid, over \$700,000 in legal fees. And in that  
21 motion they say, Judge, you should award us all in this money  
22 because we averted a strike. We got the MEC to capitulate  
23 and we avoided a strike. Just another odd little wrinkle in  
24 this case and you are going to hear lots of them.

25 Moving forward you have the president of the union,

1 down in front of the American pilots saying my guys need to  
2 get real. Word of that comment got out quickly. To the TWA  
3 pilots. And they were not too happy to hear that their  
4 president had said words that would just clearly embolden the  
5 other side, and they were upset. They called President  
6 Woerth to a meeting of the MEC. On April 23. He flew in to  
7 St. Louis and they, and there was a meet.

8 President Woerth was confronted about his comment,  
9 his get real excellent. He didn't really deny it. He didn't  
10 admit it. What he did was just kind of dance around it. Ted  
11 Case was at that meeting. And he was, he will testify that  
12 he was upset about where the TWA pilots were at this  
13 position. They had given up their best leverage, the  
14 negotiations were not going well with the American pilots,  
15 and he was upset with his union and he pressed Captain  
16 Woerth, President Woerth, for a commitment. He pressed him  
17 for a commitment to use the full resources of the union, and  
18 to bring any litigation that would be necessary and  
19 appropriate. He pressed the president before that  
20 commitment, and President Woerth gave it. It was lip  
21 service.

22 You are going to hear two more litigations that  
23 were come up with that were not authorized. But  
24 face-to-face, that that is what the president told the  
25 pilots, the TWA pilots. He assured them appropriate